

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JJF)
) Jointly Administered
Debtors.)

Objection Deadline: August 29, 2001 at 4:00 p.m.
Hearing Date: TBD only if necessary

NOTICE OF FILING OF FEE APPLICATION

To: (1) The Debtors; (2) Office of the United States Trustee; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the debtor-in-possession lenders (the "DIP Lenders"); and (7) Counsel to the Official Committee of Equity Holders.

Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel to the above-captioned debtors and debtors in possession (collectively, the "Debtors"), has filed and served the Second Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-Counsel to the Debtors for the Period

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

From May 1, 2001 through May 31, 2001, seeking fees in the amount of \$29,929.00 and expenses in the amount of \$15,670.64 (the "Fee Application").

The Fee Application is submitted pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members, entered by this Court on May 3, 2001 (the "Fee Order")

Objections or responses to the Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, on or before **August 29, 2001 at 4:00 p.m.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants,

Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (vii) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000).

IF NO OBJECTION IS FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF FEES AND 100% OF THE EXPENSES REQUESTED MAY BE PAID PURSUANT TO THE FEE ORDER WITHOUT FURTHER ORDER OF THE COURT OR HEARING.

IF A TIMELY OBJECTION IS FILED AND SERVED, THEN PAYMENT
WILL BE MADE ACCORDING TO THE PROCEDURES SET FORTH IN THE FEE ORDER.


A HEARING ON THE FEE APPLICATION WILL BE HELD AT THE
COURT'S CONVENIENCE ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

Dated: August 9, 2001

KIRKLAND & ELLIS
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and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



Laura Davis Jones (Bar No. 2436)
Hamid R. Rafatjoo (California Bar No. 181564)
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Co-counsel for Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JJF)
) Jointly Administered
Debtors.)

**SECOND MONTHLY APPLICATION OF
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM MAY 1, 2001 THROUGH MAY 31, 2001**

Name of Applicant: Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J").

Authorized to Provide Professional Services to: The above-captioned debtors and debtors-in-possession.

Date of Retention: May 3, 2001

Period for which Compensation and Reimbursement is Sought: May 1, 2001 through May 31, 2001

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$29,929.00.

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$15,670.64.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is a: xx monthly interim final application.

The total time expended for preparation of this fee application is approximately 2.00 hours and the corresponding compensation requested is approximately \$750.00.²

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
07/20/01	4/2/01-4/30/01	\$62,472.75	\$23,277.13	Pending	Pending

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Ira D. Kharasch	Shareholder 1987; Member of CA Bar since 1982	\$445.00	.20	\$ 89.00
Hamid R. Rafatjoo	Associate 2000; Member of CA Bar since 1995	\$295.00	11.20	\$ 3,304.00
David W. Carickhoff	Associate 2001; Member of DE Bar since 1998	\$245.00	79.30	\$19,428.50
Kathe F. Finlayson	Paralegal since 1986	\$120.00	1.20	\$ 144.00
Karina K. Yee	Paralegal since 1996	\$115.00	.20	\$ 23.00
Patricia E. Cuniff	Paralegal since 1998	\$105.00	49.50	\$ 5,197.50
Bruce D. Campbell	Paralegal since 1995	\$105.00	.30	\$ 31.50
Amy L. Espinosa	Paralegal since 1998	\$105.00	5.30	\$ 556.50
Rita M. Olivere	Case Management Assistant 2000	\$ 45.00	12.00	\$ 540.00
Donna C. Crossan	Case Management Assistant 2000	\$ 45.00	13.00	\$ 585.00
Christine F. Sentman	Case Management Assistant 2000	\$ 30.00	1.00	\$ 30.00

² The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in PSZY&J's subsequent fee applications.

³ Some professional time that was spent during the Interim Period will be reflected in a subsequent application and some professional time that was spent during the previous Interim Period is reflected in this Application.

Blended Rate: \$

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Asset Disposition	.20	\$ 59.00
Case Administration	69.10	\$8,164.50
Claims Administration/Objections	7.20	\$ 832.00
Compensation of Professionals	2.60	\$ 717.00
Employee Benefit/Pension	7.50	\$1,872.50
Executory Contracts	12.10	\$2,616.50
Financial Filings	19.30	\$4,728.50
Financing	5.50	\$1,357.50
Litigation (Non-Bankruptcy)	12.40	\$2,764.00
Meeting of Creditors	10.20	\$1,967.00
Operations	.70	\$ 120.50
Retention of Professionals	24.60	\$4,409.00
Stay Litigation	1.80	\$ 321.00
TOTAL	173.20	\$29,929.00

EXPENSE SUMMARY

Expense Category	Service Provider ⁴ (if Applicable)	Total Expenses
Facsimile (\$1.00/page)		\$ 329.00
Reproduction (@\$.15 per page)		\$8,699.35
Express Mail	Federal Express	\$3,290.85
Delivery/Courier Service	Parcels, Inc.	\$1,981.50
Postage	U.S. Mail	\$ 714.98
Working Meals		\$ 44.00
Travel Expense	Eagle	\$ 77.30
Telephone Expense		\$ 106.60
Transcript	Valerie Gunning	\$ 133.50
Overtime		\$ 293.56

\$15,670.64

⁴ PSZY&J may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

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**SECOND MONTHLY APPLICATION OF
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM MAY 1, 2001 THROUGH MAY 31, 2001**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (the "Administrative Order"), Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J") hereby files this Second Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period from May 1, 2001 through May 31, 2001 (the "Application"). By this Application PSZY&J seeks a monthly interim allowance of compensation in the amount of \$29,929.00 and reimbursement of actual and necessary expenses in the amount of \$15,670.64 for a total of \$45,599.64 for the period May 1, 2001 through May 31, 2001 (the "Interim Period"). In support of this Application, PSZY&J respectfully represents as follows:

Background

1. On April 2, 2001, each of the Debtors (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession. Since the Petition Date, the U.S. Trustee has appointed the following committees: Official Committee of Unsecured Creditors, Official Committee of Asbestos Personal Injury Claimants, and Official Committee of Asbestos Property Damage Claimants (collectively, the "Committees"). No trustee has been appointed in Debtors' Chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On April 2, 2001, the Court entered its order that Debtors' chapter 11 cases be consolidated for procedural purposes only and administered jointly.

4. By this Court's order dated May 3, 2001, Debtors were authorized to retain PSZY&J as their counsel, effective as of the respective petition dates, with regard to the

filing and prosecution of their Chapter 11 cases, and all related matters (the "Retention Order"). The Retention Order authorizes Debtors to compensate PSZY&J at PSZY&J's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. On May 3, 2001, the Court entered its Administrative Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in that Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and 100% of the expenses requested, subject to the filing and approval of interim and final fee applications of the professional.

Compensation Paid and Its Source

6. All Services for which PSZY&J requests compensation were performed for or on behalf of Debtors.

7. Except for the amounts paid to PSZY&J pursuant to previously approved monthly interim applications for compensation and reimbursement, if any, or a retainer, PSZY&J has received no payment and no promises for payment from any source for services rendered or

to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZY&J and any other person other than the shareholders of PSZY&J for the sharing of compensation to be received for services rendered in these cases.

Fee Statements

8. The fee statement for the Interim Period is attached hereto as Exhibit A.

This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period.² To the best of PSZY&J's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Administrative Order, and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Delaware Local Rules"). PSZY&J's time reports are initially handwritten or typewritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZY&J is particularly sensitive to issues of "lumping," and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZY&J's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZY&J has reduced its charges related to any non-working "travel time" to

²However, some professional time that was spent during the Interim Period will be reflected in a subsequent application, and some professional time that was spent during a period prior to the Interim Period will be reflected in this Application.

50% of PSZY&J's standard hourly rate. To the extent it is feasible, PSZY&J attempts to work during travel.

Actual and Necessary Expenses

9. A summary of actual and necessary expenses incurred by PSZY&J for the Interim Period is attached hereto as part of Exhibit A. PSZY&J customarily charges \$0.15 per page for photocopying expenses related to cases, such as this one, arising in Delaware. PSZY&J's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZY&J summarizes each client's photocopying charges on a daily basis.

10. PSZY&J charges \$1.00 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile reflects PSZY&J's calculation of the actual costs incurred by PSZY&J for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZY&J does not charge fax receipts to Debtors in these cases.

11. Regarding Providers of on-line legal research (e.g., LEXIS and WESTLAW), PSZY&J charges the standard usage rates these providers charge for computerized legal research. PSZY&J bills its clients the actual cash charged by such services, with no premium. Any volume discount received by PSZY&J is passed on to the client.

12. PSZY&J believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZY&J believes that such charges are

in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

13. The shareholders and associates of PSZY&J who have rendered professional services in these cases for which PSZY&J seeks compensation are as follows: Ira D. Kharasch, Hamid R. Rafatjoo and David W. Carickhoff. The paraprofessional of PSZY&J who provided services to these attorneys in these cases are paralegals Kathe F. Finlayson, Karina K. Yee, Patricia E. Cuniff, Bruce D. Campbell and Amy L. Espinosa. The case management assistants are Rita M. Olivere, Donna C. Crossan and Christine F. Sentman.

14. PSZY&J, by and through the above-named persons, has prepared and assisted in the preparation of various pending orders submitted to the Court for consideration, advised Debtors on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below. PSZY&J's efforts have been particularly extensive due to the size and complexity of Debtors' cases.

Summary of Services by Project

The services rendered by PSZY&J during the Interim Period can be grouped into the categories set forth below. PSZY&J attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category.

These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

A. Asset Analysis

This category relates to services provided in connection with the analysis of Debtors' assets. During the Interim Period, PSZY&J briefly addressed issues regarding Debtors' real property interests in Massachusetts.

Fees: \$59.00; Total hours: .20

B. Case Administration

Time billed to this category relates to administrative matters. In that regard, during the Interim Period, PSZY&J, among other things: (1) communicated with various parties interested in these cases and addressed issues regarding same; (2) responded to numerous inquiries by creditors; (3) maintained a current document system; (4) monitored the critical dates arising in these cases and used such information to provide the Court and interested parties with agendas for the Court's hearings; (5) maintained proper service lists and calendars; and (6) assisted in coordinating the efforts of Debtors' various professionals to avoid duplication of efforts.

Fees: \$8,164.50; Total hours: 69.10

C. Claims Administration/Objections

This category relates to services provided in connection with issues related to claims administration and objections. During the Interim Period, PSZY&J, among other things:

- (1) responded to creditor inquiries regarding filing of proofs of claim and the bar date; and
- (2) addressed issues regarding the filing of claims arising from the rejection of leases.

Fees: \$832.00; Total hours: 7.20

D. Compensation of Professionals

This category relates to services provided in connection with issues related to compensation of professionals. During the Interim Period, PSZY&J, among other things:

- (1) reviewed, analyzed and addressed issues relating to existing bills; (2) began drafting PSZY&J's first fee application; (3) addressed issues regarding the filing and service of the fee applications of Debtors' other professionals; and (4) briefly addressed issues relating to the filing of fee applications and procedures relating thereto.

Fees: \$717.00; Total hours: 2.60

E. Employee Benefit/Pension

This category relates to services provided in connection with issues related to Debtors' employees. During the Interim Period, PSZY&J, among other things, addressed issues regarding the payment of employee wages, honoring of employee benefits, and payment of retiree benefits.

Fees: \$1,872.50; Total hours: 7.50

F. Executory Contracts

This category relates to services provided in connection with the analysis of unexpired leases and executory contracts. During the Interim Period, PSZY&J, among other things: (1) reviewed, analyzed, and addressed issues regarding Debtors' motion to extend time to assume or reject non-residential real property leases; (2) addressed issues regarding the motion to establish procedures for the rejection of unexpired leases; and (3) addressed issues regarding the rejection of certain leases.

Fees: \$2,616.50; Total hours: 12.10

G. Financial Filings

This category relates to services provided in connection with Debtors' schedules of assets and liabilities (the "Schedules") and monthly operating reports. During the Interim Period, PSZY&J, among other things: (1) reviewed and analyzed drafts of Debtors' Schedules; and (2) addressed issues relating to the preparation of the Schedules, and participated in meetings relating thereto.

Fees: \$4,728.50; Total hours: 19.30

H. Financing

This category relates to services provided in connection with Debtors' postpetition financing. During the Interim Period, PSZY&J, among other things: (1) addressed issues relating to objections to Debtors' proposed debtor in possession financing; and

(2) addressed issues regarding the order approving Debtors' debtor in possession financing and title insurance relating to the same.

Fees: \$1,357.50; Total hours: 5.50

I. Litigation (non-bankruptcy)

This category relates to services provided in connection with certain non-bankruptcy related litigation. During the Interim Period, PSZY&J, among other things: (1) reviewed, analyzed and addressed issues relating to Debtors' motion for a temporary restraining order and related injunctive relief and the objections thereto; and (2) attended a hearing relating to the same.

Fees: \$2,764.00; Total hours: 12.40

J. Meeting of Creditors

This category relates to services provided in connection with the meeting of creditors. During the Interim Period, PSZY&J, among other things: (1) prepared the notice of the meeting of creditors and addressed issues relating to the same, including service and publication of the notice on all creditors; and (2) responded to numerous creditor inquiries regarding the meeting of creditors.

Fees: \$1,967.00; Total Hours: 10.20

K. Operations

Time listed in this category relates to services provided to Debtors in connection

with operational issues. During the Interim Period, PSZY&J spent minimal time addressing issues relating to providing adequate assurance to a utility company.

Fees: \$120.50; Total hours: .70

L. Retention of Professionals

This category relates to services provided in connection with obtaining approval of various professionals' employment. During the Interim Period, PSZY&J, among other things: (1) addressed issues relating to the retention of ordinary course professionals, including the review, preparation and filing of numerous affidavits of disinterestedness submitted by the ordinary course professionals; (2) reviewed, analyzed and addressed issues relating to the retention of the Blackstone Group, and the vacating of the order relating thereto; (3) filed and served the application to employ special counsel for Debtors; and (4) reviewed and analyzed applications for the retention of professionals by the various committees appointed in these cases.

Fees: \$4,409.00; Total hours: 24.60

M. Stay Litigation

Time listed in this category relates to services provided to Debtors in connection with automatic stay issues. During the Interim Period, PSZY&J reviewed and analyzed a motion for relief from stay and the objection thereto filed by the committee of bodily injury claimants.

Fees: \$321.00; Total Hours 1.80

Valuation of Services

Attorneys and paraprofessionals of PSZY&J expended a total of 173.20 hours in connection with these cases during the Interim Period, as follows:

Name of Professional Individual	Hourly Billing Rate	Total Hours Billed	Total Compensation
Ira D. Kharasch	\$445.00	.20	\$ 89.00
Hamid R. Rafatjoo	\$295.00	11.20	\$ 3,304.00
David W. Carickhoff	\$245.00	79.30	\$19,428.50
Kathe F. Finlayson	\$120.00	1.20	\$ 144.00
Karina K. Yee	\$115.00	.20	\$ 23.00
Patricia E. Cuniff	\$105.00	49.50	\$ 5,197.50
Bruce D. Campbell	\$105.00	.30	\$ 31.50
Amy L. Espinosa	\$105.00	5.30	\$ 556.50
Rita M. Olivero	\$ 45.00	12.00	\$ 540.00
Donna C. Crossan	\$ 45.00	13.00	\$ 585.00
Christine F. Sentman	\$ 30.00	1.00	\$ 30.00

The nature of work performed by these persons is fully set forth in Exhibit A attached hereto.

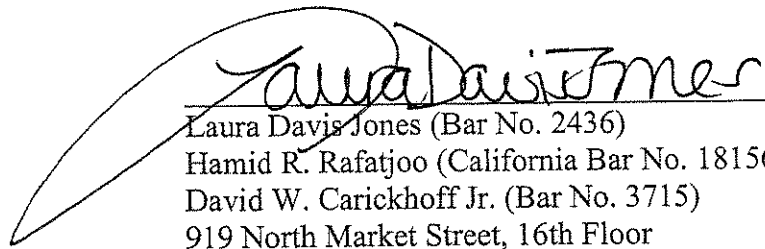
These are PSZY&J's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZY&J to Debtors during the Interim Period is \$29,929.00.

In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZY&J is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, PSZY&J has reviewed the requirements of Order No. 32 and believes that this Application complies with that Order.

WHEREFORE, PSZY&J respectfully requests that the Court approve, for the period May 1, 2001, through May 31, 2001, an allowance be made to PSZY&J in the sum of \$29,929.00 as compensation for necessary professional services rendered, and the sum of \$15,670.64 for reimbursement of actual necessary costs and expenses, for a total of \$45,599.64, that such sums be authorized for payment pursuant to the Administrative Order; and provide PSZY&J such other and further relief as this Court may deem just and proper.

Dated: 8/9, 2001

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



Laura Davis Jones (Bar No. 2436)
Hamid R. Rafatjoo (California Bar No. 181564)
David W. Carickhoff Jr. (Bar No. 3715)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-counsel for Debtors and Debtors in Possession

VERIFICATION

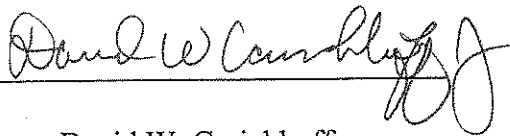
STATE OF DELAWARE :

:

COUNTY OF NEW CASTLE :

David W. Carickhoff, after being duly sworn according to law, deposes and says:

- a) I am an associate with the applicant law firm Pachulski, Stang, Ziehl, Young & Jones P.C., and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young & Jones P.C. as counsel to the Committee and am thoroughly familiar with the other work performed on behalf of the Committee by the lawyers and paraprofessionals of PSZY&J.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



David W. Carickhoff

SWORN AND SUBSCRIBED

before me this 9th day of August, 2001.


Notary Public
My Commission Expires: 9-12-02

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

10100 Santa Monica Boulevard
11th Floor
Los Angeles, CA 90067

May 31, 2001

Invoice Number 47855 91100 00001 HRR

David B. Siegel, Esquire
W.R. Grace and Co.
7500 Grace Drive
Columbia, MD 21044

Balance forward as of last invoice, dated: April 2, 2001	\$178,117.27
Payments received since last invoice, last payment received -- July 19, 2001	\$92,367.39
Net balance forward	\$85,749.88

Re: W.R. Grace and Co.

Statement of Professional Services Rendered Through

05/31/2001

			Hours	Rate	Amount
ASSET ANALYSIS/RECOVERY [B120]					
05/09/01	HRR	Review and analyze letter from J. Porras regarding real property interests in Massachusetts (.10); and Draft email regarding same (.10)	0.20	295.00	\$59.00
Task Code Total			0.20		\$59.00
CASE ADMINISTRATION [B110]					
04/12/01	RMO	Maintain document control.	2.50	45.00	\$112.50
04/23/01	RMO	Maintain document control.	1.50	45.00	\$67.50
05/01/01	HRR	Review and analyze notice of agenda.	0.20	295.00	\$59.00
05/01/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	105.00	\$84.00
05/01/01	PEC	Review and revise Agenda Notice for May 3, 2001 Hearing (.90); and Draft Affidavit of Service (.20).	1.10	105.00	\$115.50
05/01/01	PEC	File and serve Debtors' Repsonse to Objection of Credit Lonnais (.20); and Draft Affidavit of Service (.20).	0.40	105.00	\$42.00
05/01/01	DWC	Review certificates of no objection re: various first day motions and address filing and service thereof.	0.80	245.00	\$196.00
05/02/01	RMO	Prepare hearing notebook .	3.00	45.00	\$135.00
05/02/01	CFS	Maintain document control .	1.00	30.00	\$30.00
05/02/01	DWC	Telephone conference with Roger Higgins re: general service issues.	0.30	245.00	\$73.50
05/02/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	105.00	\$52.50
5/02/01	PEC	File and serve Affidavit of Robert M. Tarola (.20); and Draft Affidavit of Service (.20).	0.40	105.00	\$42.00
05/02/01	PEC	File and serve second Supplemental Affidavit (.20); and Draft Affidavit of Service (.20).	0.50	105.00	\$52.50

05/02/01	PEC	File and serve Supplemental Declaration of Spiegel (.20); and Draft Affidavit of Service (.20).	0.40	105.00	\$42.00
05/02/01	ALE	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
05/02/01	DWC	Prepare for 5/3/01 hearing, including final revisions to proposed orders.	5.70	245.00	\$1,396.50
05/03/01	RMO	Maintain document control.	3.00	45.00	\$135.00
05/03/01	HRR	Review, analyze and address issues regarding paperflow.	0.40	295.00	\$118.00
05/03/01	DWC	Address retrieval and service of orders entered at 5/3 hearing.	0.50	245.00	\$122.50
05/03/01	DWC	Address creditor inquiries and document requests.	0.50	245.00	\$122.50
05/03/01	DWC	Review and respond to voice message of Kevin Gross re: result of hearing.	0.20	245.00	\$49.00
05/03/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	105.00	\$84.00
05/03/01	PEC	Review docket for updates.	0.40	105.00	\$42.00
05/03/01	DWC	Prepare for today's hearing, including finalizing any revisions to proposed orders.	2.50	245.00	\$612.50
05/04/01	DWC	Address service of orders entered at 5/3 hearing.	0.50	245.00	\$122.50
05/04/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.40	105.00	\$42.00
05/07/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.60	105.00	\$63.00
05/08/01	DWC	Telephone conference with Sam Schwartz re: service issues.	0.20	245.00	\$49.00
05/08/01	PEC	Review docket and update critical dates.	0.60	105.00	\$63.00
05/08/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	105.00	\$94.50
05/08/01	BDC	Telephone conference x2 and e-mail x 2 with Steven Weiler at Connolly Bove re: document request	0.30	105.00	\$31.50
05/09/01	HRR	Telephone conference with R. Higgins regarding creditor inquiries.	0.20	295.00	\$59.00
05/09/01	HRR	Telephone conference with P. Naporo regarding status of the case.	0.10	295.00	\$29.50
05/09/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.30	105.00	\$31.50
05/10/01	HRR	Telephone conference with D. Kreutzer regarding case.	0.10	295.00	\$29.50
05/10/01	HRR	Review, analyze and address issues regarding paper flow.	0.40	295.00	\$118.00
05/10/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
05/11/01	ALE	Review daily Correspondence & pleadings and Circulate to the appropriate individuals	1.00	105.00	\$105.00
05/11/01	HRR	Review and analyze critical dates memo.	0.20	295.00	\$59.00
05/11/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
05/14/01	DWC	Telephone conference with Roger Higgins re: motion for de minimis sale, motion for settlement procedures, and employee benefits motion.	0.30	245.00	\$73.50
05/15/01	ALE	Review daily correspondence & pleadings and circulate to the appropriate individuals.	3.00	105.00	\$315.00
05/15/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.60	105.00	\$63.00
05/15/01	PEC	Review docket for updates and request documents not received.	0.40	105.00	\$42.00
05/16/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
05/16/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.60	105.00	\$63.00
05/17/01	DWC	Address various creditor inquiries and document requests.	0.40	245.00	\$98.00
05/17/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00

05/17/01	PEC	Review docket and update critical dates.	0.60	105.00	\$63.00
05/18/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
05/21/01	HRR	Review, analyze and address issues regarding paperflow.	0.80	295.00	\$236.00
05/21/01	HRR	Review, analyze and respond to emails from D. Carickhoff regarding list of creditors (.20); and Review, analyze and respond to emails from S. Schwartz regarding filing entities (.20).	0.40	295.00	\$118.00
05/21/01	DWC	Review and process documents for distribution	0.40	245.00	\$98.00
05/21/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.50	105.00	\$52.50
05/22/01	PEC	File Supplemental Consolidated List of Creditors.	0.50	105.00	\$52.50
05/22/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.50	105.00	\$52.50
05/23/01	HRR	Review, analyze and address issues regarding paperflow.	0.40	295.00	\$118.00
05/23/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
05/23/01	PEC	Review docket and update critical dates.	0.50	105.00	\$52.50
05/24/01	HRR	Review, analyze and address issues regarding paperflow.	0.30	295.00	\$88.50
05/24/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
05/25/01	ALE	Daily review of correspondence and pleadings and distributed paperflow to the appropriate parties.	0.50	105.00	\$52.50
05/25/01	DCC	Maintain document control.	7.50	45.00	\$337.50
05/25/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.40	105.00	\$42.00
05/26/01	DCC	Maintain document control.	5.50	45.00	\$247.50
05/29/01	RMO	Maintain document control.	2.00	45.00	\$90.00
05/29/01	HRR	Review, analyze and address issues regarding paperflow.	0.30	295.00	\$88.50
05/29/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	105.00	\$84.00
05/29/01	PEC	Review docket for updates.	0.40	105.00	\$42.00
05/30/01	PEC	Return calls to various potential creditors.	1.20	105.00	\$126.00
05/30/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.60	105.00	\$63.00
05/30/01	PEC	Review docket and update critical dates.	0.50	105.00	\$52.50
05/31/01	HRR	Review, analyze and address issues regarding paperflow.	0.20	295.00	\$59.00
05/31/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	105.00	\$84.00

Task Code Total

69.10

\$8,164.50

CLAIMS ADMIN/OBJECTIONS [B310]

05/02/01	PEC	Return calls to various potential creditors regarding information received.	1.10	105.00	\$115.50
05/03/01	PEC	Return calls to various potential creditors.	1.00	105.00	\$105.00
05/09/01	HRR	Review and analyze proof of claim of W. Morris.	0.10	295.00	\$29.50
05/15/01	PEC	Return calls to various potential creditors regarding information received.	1.20	105.00	\$126.00
05/21/01	PEC	Return calls to various creditors regarding information received.	0.80	105.00	\$84.00
05/22/01	PEC	Return calls to various potential creditors.	0.40	105.00	\$42.00
05/23/01	HRR	Review and analyze email regarding bar date for filing proofs of claim.	0.10	295.00	\$29.50
05/23/01	PEC	Return calls to various creditors regarding information received.	1.00	105.00	\$105.00
05/24/01	HRR	Review, analyze and respond to emails regarding lease rejection claims.	0.10	295.00	\$29.50
05/24/01	HRR	Review and analyze email from D. Carickhoff regarding	0.10	295.00	\$29.50

		lease rejection claims.			
05/24/01	PEC	Return calls to various creditors.	0.80	105.00	\$84.00
05/31/01	PEC	Return calls to various potential creditors.	0.50	105.00	\$52.50

Task Code Total			7.20		\$832.00
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COMPENSATION PROF. [B160]

05/22/01	HRR	Draft email regarding payment of fees.	0.10	295.00	\$29.50
05/24/01	HRR	Conference with I. Kharasch regarding first fee application.	0.10	295.00	\$29.50
05/29/01	HRR	Review and revise first fee application.	0.40	295.00	\$118.00
05/30/01	HRR	Conference with I. Kharasch regarding fee application.	0.10	295.00	\$29.50
05/30/01	HRR	Review and analyze email from P. Cuniff regarding fee application.	0.10	295.00	\$29.50
05/30/01	DWC	Office conference with Laura Jones re: procedures for interim compensation.	0.20	245.00	\$49.00
05/30/01	DWC	Telephone conference with Roger Higgins re: K&E's Fee Application.	0.20	245.00	\$49.00
05/30/01	DWC	Draft Notice of K&E Fee Application and address filing and service of Kirkland & Ellis April Fee Application.	1.20	245.00	\$294.00
05/31/01	IDK	Telephone conference with Laura Davis Jones and Hamid Rafatjoo regarding fee application status and coverage.	0.20	445.00	\$89.00

Task Code Total			2.60		\$717.00
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EMPLOYEE BENEFIT/PENSION- B220

05/09/01	HRR	Telephone conference with J. Kapp regarding employee wage issues.	0.10	295.00	\$29.50
05/09/01	HRR	Telephone conference with D. Carickhoff regarding employee benefits motion.	0.10	295.00	\$29.50
05/10/01	HRR	Review and analyze motion for reconsideration on retired employee benefits.	0.50	295.00	\$147.50
05/16/01	DWC	Research Delaware cases re: payment of retiree benefits.	2.20	245.00	\$539.00
05/18/01	DWC	Research DE cases re: authority to make payments to retirees in ordinary course.	3.50	245.00	\$857.50
05/18/01	DWC	Telephone conference with the Official Committee of Unsecured Creditors and David Siegel, Brian McGowan, Jay Kapp, Bob Tarola, Kevin Coghlan and John Forgach re: the Committee's outstanding objections to the employee wages and benefits order.	0.80	245.00	\$196.00
05/24/01	DWC	Review proposed language of Creditors' Committee re: contract provisions of key executives.	0.30	245.00	\$73.50

Task Code Total			7.50		\$1,872.50
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EXECUTORY CONTRACTS [B185]

05/04/01	DWC	Telephone conference with Jay Kapp re: motion to extend time to assume or reject leases of non-residential real property.	0.30	245.00	\$73.50
05/08/01	DWC	Address issues concerning motion to extend time to assume or reject non-residential real property leases.	0.30	245.00	\$73.50
05/10/01	HRR	Telephone call to E. Christian regarding airplane lease.	0.10	295.00	\$29.50
05/18/01	DWC	Draft e-mail to Vicki Finkelstein re: lease issues.	0.30	245.00	\$73.50
05/18/01	DWC	Skim 365(d)(4) Motion (.2) and draft e-mail to Roger Higgins re: same (.1).	0.30	245.00	\$73.50

05/21/01	DWC	Telephone call with Roger Higgins and Jay Kapp regarding section 365(d)(4) motion	0.30	245.00	\$73.50
05/21/01	DWC	Review data prepared by Debtors regarding non-residential real property leases	0.40	245.00	\$98.00
05/21/01	DWC	Telephone call with counsel for Landsdale landlord John Fiorilla regarding post-petition rent	0.20	245.00	\$49.00
05/21/01	DWC	Draft email to counsel to Broadway Place LLC regarding Debtors' Motion for Lease Rejection Procedures	0.30	245.00	\$73.50
05/21/01	DWC	Review email from Vicki Finkelstein addressing various lease issues	0.30	245.00	\$73.50
05/22/01	HRR	Review and analyze email from S. Schwartz regarding notice of rejection of leases (.10); and Address issues regarding same (.30).	0.40	295.00	\$118.00
05/22/01	DWC	Telephone conference with Roger Higgins re: 365(d)(4) Motion.	0.20	245.00	\$49.00
05/22/01	DWC	Telephone conference with Tom Behnke re: list of non-residential real property leases and respective landlords.	0.20	245.00	\$49.00
05/22/01	DWC	Review and respond to e-mail from Vicki Finkelstein re: list of non-residential real property leases and respective landlords.	0.20	245.00	\$49.00
05/22/01	DWC	Office conference with Vanessa Preston re: preparation of exhibit to 365(d)(4) Motion and service matrix.	0.40	245.00	\$98.00
05/23/01	HRR	Telephone conference with S. Schwartz regarding notice to reject leases.	0.10	295.00	\$29.50
05/23/01	DWC	Review and revise Motion to Extend Time to Assume or Reject Non-Residential Real Property Leases.	0.80	245.00	\$196.00
05/23/01	DWC	Draft Notice of Motion to Extend Time to Assume or Reject Non-Residential Real Property Leases and address service thereof.	0.40	245.00	\$98.00
05/24/01	DWC	Address inquiry re: lease rejection procedures and bar date with respect thereto.	0.40	245.00	\$98.00
05/24/01	DWC	Address filing of Motion to Extend Time to Assume or Reject Non-Residential Real Property Leases.	0.30	245.00	\$73.50
05/24/01	DWC	Telephone conference with Vicki Finkelstein re: list of non-debtor parties to the leases.	0.20	245.00	\$49.00
05/24/01	DWC	Telephone conference with Roger Higgins (2x) re: list of non-debtor parties to leases.	0.40	245.00	\$98.00
05/24/01	DWC	Address service of Motion to Extend Time to Assume or Reject Leases on Landlords.	1.60	245.00	\$392.00
05/24/01	PEC	File and serve Debtors' Motion for Order Granting an Extension of Time to Assume or Reject Unexpired Leases of Nonresidential Real Property (.30); and Draft Affidavit of Service (.20).	0.50	105.00	\$52.50
05/25/01	PEC	Serve [Signed] Order granting Motion to Further Extend Time to Assume or Reject Unexpired Leases (.30); Draft and file Affidavit of Service (20).	0.50	105.00	\$52.50
05/29/01	DWC	Review Notice of Rejection of Boca Raton lease and e-mail Sam Schwartz re: same.	0.40	245.00	\$98.00
05/30/01	DWC	Review lease rejection notices (2) and address filing thereof.	0.40	245.00	\$98.00
05/30/01	DWC	Address preparation of certificates of service in connection with lease rejection notices.	0.20	245.00	\$49.00
05/30/01	PEC	File Lease Rejection Notice regarding Daleen Technologies.	0.40	105.00	\$42.00
05/30/01	PEC	File Lease Rejection Notice regarding Granite Properties Lease.	0.40	105.00	\$42.00
05/31/01	PEC	File Affidavit of Service of Samuel Schwartz, Esquire regarding Lease Rejection Notice of Boca Raton.	0.50	105.00	\$52.50
05/31/01	PEC	File Affidavit of Samuel Schwartz, Esquire regarding Lease Rejection Notice of Boca Raton.	0.40	105.00	\$42.00

Task Code Total 12.10 \$2,616.50

FINANCIAL FILINGS [B110]

05/04/01	DWC	Address voice mail of Tom Behnke re: debtors' schedules and statements.	0.30	245.00	\$73.50
05/12/01	DWC	Review drafts of Debtors' schedules and statements.	2.40	245.00	\$588.00
05/13/01	DWC	Review drafts of Debtors' schedules and statements.	4.30	245.00	\$1,053.50
05/14/01	DWC	Review Debtors' drafts of schedules and statements.	1.20	245.00	\$294.00
05/15/01	DWC	Travel to Columbia, Maryland for meeting re: schedules and statements (Billed at 1/2 non-working travel time)	1.30	245.00	\$318.50
05/15/01	DWC	Meeting with Pricewaterhouse, Kirkland & Ellis, and Debtors re: schedules and statements	7.80	245.00	\$1,911.00
05/18/01	DWC	Telephone conference with Tom Behnke re: service issues related to schedules and statements.	0.20	245.00	\$49.00
05/21/01	DWC	Telephone call with Tom Behnke regarding service issues of schedules and statements	0.30	245.00	\$73.50
05/21/01	DWC	Office conference with Laura Davis Jones regarding service of schedules and statements	0.20	245.00	\$49.00
05/24/01	DWC	Office conference with Laura Jones re: service issues related to schedules and statements.	0.20	245.00	\$49.00
05/24/01	DWC	Telephone conference with Tom Behnke re: service issues related to schedules and statements.	0.20	245.00	\$49.00
05/24/01	DWC	Telephone conference with Sam Schwartz (2x) re: service issues related to schedules and statements.	0.40	245.00	\$98.00
05/24/01	DWC	Address preparation of service list for service of schedules and statements.	0.50	245.00	\$122.50

Task Code Total 19.30 \$4,728.50

FINANCING [B230]

05/01/01	HRR	Review and analyze objection of Credit Lyonnais to financing motion.	0.20	295.00	\$59.00
05/01/01	DWC	Telephone conference with Lena Mandel re: Debtors' response to Credit Lyonnais objection to DIP Motion.	0.20	245.00	\$49.00
05/01/01	DWC	Review Debtors' Response Credit Lyonnais's Objection to DIP Motion and addressed filing and notice thereof.	0.60	245.00	\$147.00
05/02/01	DWC	Research service issue raised by Credit Lyonnais's Objection to DIP Motion.	0.90	245.00	\$220.50
05/10/01	DWC	Review and respond to voice message from Lena Mandel re: DIP title insurance issues.	0.30	245.00	\$73.50
05/10/01	DWC	Telephone conference with Sam Schwartz re: DIP title insurance issues.	0.30	245.00	\$73.50
05/11/01	DWC	Obtain certified copy of Final DIP Order.	0.70	245.00	\$171.50
05/11/01	DWC	Prepare certificate of service re: service of DIP Motion on committee counsel (.8); call committee counsel to verify service date of DIP Motion on them (.4); Telephone conference with Sam Schwartz and Lena Mandel re: above (.4).	1.60	245.00	\$392.00
05/14/01	DWC	Telephone conference with Joe Onafuk of Chicago Title (2x) re: Certified copy of Final DIP Order and service of DIP Motion on Commitees.	0.30	245.00	\$73.50
05/21/01	DWC	Telephone call with Sam Schwartz regarding title insurance's request for information	0.20	245.00	\$49.00
7/24/01	DWC	Telephone conference with Sam Schwartz re: title insurance for DIP financing.	0.20	245.00	\$49.00

Task Code Total 5.50 \$1,357.50

LITIGATION (NON-BANKRUPTCY)

05/01/01	DWC	Telephone conference with Chris Sullivan re: Supplemental Declaration of David Siegel in Support of Preliminary Injunction Motion.	0.30	245.00	\$73.50
05/01/01	DWC	Review Supplemental Declaration of David Siegel in Support of Preliminary Injunction Motion and address filing and service thereof.	1.20	245.00	\$294.00
05/01/01	DWC	Telephone conference with Scott McMillan (2x) re: Debtors' Omnibus Reply to Objections to Preliminary Injunction Motion.	0.40	245.00	\$98.00
05/01/01	DWC	Review Debtors' Omnibus Reply to Objections to Preliminary Injunction Motion and address filing and service thereof.	0.80	245.00	\$196.00
05/01/01	PEC	File a Supplemental Declaration of David B. Seigel in Support of Complaint.	0.40	105.00	\$42.00
05/01/01	PEC	File and serve Debtors' Response to Objection to Preliminary Injunction (.20); and Draft Affidavit of Service (.20).	0.40	105.00	\$42.00
05/02/01	PEC	File and serve Supplemental Declaration in Support of Complaint (.20); and Draft Affidavit of Service (.20).	0.40	105.00	\$42.00
05/03/01	HRR	Review and analyze limited objection of bodily injury committee to TRO motion.	0.20	295.00	\$59.00
05/03/01	DWC	Attend hearing re: Preliminary Injunction Motion, Final DIP Order and other issues.	3.00	245.00	\$735.00
05/04/01	DWC	Telephone conference with Mark Chehi re: Preliminary Injunction order.	0.20	245.00	\$49.00
5/08/01	PEC	Serve [signed] Order Granting Temporary Restraining Order (.20); Draft Affidavit of Service (.20).	0.40	105.00	\$42.00
05/09/01	HRR	Review and analyze supplemental declaration of D. Siegel in support of injunctive relief.	0.30	295.00	\$88.50
05/09/01	DWC	Telephone conference with Roger Higgins and Phil Asuncao re: Preliminary Injunction Order.	0.30	245.00	\$73.50
05/09/01	PEC	Serve [Signed] Order granting Preliminary Injunction. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
05/16/01	DWC	Prepare Affidavits of Publication re: Adversary Complaint to Stay Asbestos Litigation and review underlying affidavits.	1.40	245.00	\$343.00
05/16/01	PEC	File Affidavit of Publication regarding the Adversary Notice.	0.70	105.00	\$73.50
05/21/01	HRR	Review and analyze informational brief of Zonolite Attic insulation.	1.30	295.00	\$383.50
05/30/01	DWC	Telephone conference with Arthur Aisley, counsel for Sealed Air, regarding proposed motion to amend preliminary injunction order.	0.20	245.00	\$49.00
05/30/01	DWC	Telephone conference with counsel for Sealed Air re: motion to amend preliminary injunction order.	0.20	245.00	\$49.00

Task Code Total 12.40 \$2,764.00

MEETING OF CREDITORS[B150]

05/07/01	PEC	Serve Notice of Commencement (.40); and Draft and file Affidavit of Service (.20).	0.60	105.00	\$63.00
05/16/01	DWC	Prepare Affidavits of Publication re: 341 Notice and Commencement of Case and review underlying affidavits.	1.40	245.00	\$343.00
05/16/01	DWC	Review 2 boxes of documents of exhibits to Certificate of	1.50	245.00	\$367.50

		Service re: 341 Notice on all creditors and prepare the Certificate of Service for filing.			
05/16/01	PEC	File Affidavit of Publication for the Notice of Commencement.	0.70	105.00	\$73.50
05/16/01	PEC	Return calls to various potential creditors regarding the Notice of Commencement received.	1.30	105.00	\$136.50
05/17/01	PEC	File Certificate of Service on behalf of R.R. Donnelly & Son regarding the service of the 341 Notice.	0.40	105.00	\$42.00
05/18/01	DWC	Office conference with David Siegel, Brian McGowan, Jay Kapp, Bob Tarola, Kevin Coghlan and John Forgach to prepare for 341 meeting.	1.50	245.00	\$367.50
05/18/01	DWC	Attend 341 Meeting with David Siegel, Brian McGowan, Jay Kapp, Bob Tarola, Kevin Coghlan and John Forgach.	2.00	245.00	\$490.00
05/18/01	PEC	Return calls to various potential creditors regarding 341 Notice.	0.80	105.00	\$84.00

Task Code Total

10.20

\$1,967.00

OPERATIONS [B210]

05/03/01	HRR	Review and analyze letter from Georgia Power regarding adequate assurances for utility service.	0.10	295.00	\$29.50
05/18/01	DWC	Address filing of Certificate of Service re: Utility Order.	0.20	245.00	\$49.00
05/21/01	PEC	File Certificate of Service re: [Signed] Order Deeming Utility Companies Adequately Insured of Future Performance.	0.40	105.00	\$42.00

Task Code Total

0.70

\$120.50

RETENTION OF PROF. [B160]

05/02/01	DWC	Telephone conference with Sam Schwartz (3x) re: Blackstone Retention and certificate of no objection filed in connection therewith.	0.50	245.00	\$122.50
05/02/01	DWC	Telephone conference with Bob Raskin re: Blackstone Retention and certificate of no objection filed in connection therewith.	0.20	245.00	\$49.00
05/02/01	DWC	Draft letter to Judge Farnan re: Blackstone Retention and certificate of no objection filed in connection therewith.	0.40	245.00	\$98.00
05/02/01	DWC	Correspond with U.S. Trustee re: revised proposed orders, including Order re: Ordinary Course Professionals.	0.30	245.00	\$73.50
05/02/01	DWC	Telephone conference with Roger Higgins and separately with Jay Kapp re: U.S. Trustee's comments to revised Order re: Ordinary Course Professionals.	0.50	245.00	\$122.50
05/04/01	PEC	File and serve Application to Employ Pitney, Hardin, Kip and Szuch as Special Counsel (.20); and Draft Affidavit of Service (.20).	0.40	105.00	\$42.00
05/04/01	DWC	Telephone conference with Roger Higgins (2x) re: issues concerning retention of ordinary course professionals.	0.50	245.00	\$122.50
05/04/01	DWC	Telephone conference with Sam Schwartz re: information requested by title insurance company and affidavits of ordinary course professionals.	0.30	245.00	\$73.50
05/07/01	DWC	Telephone conference with Sam Schwartz re: retention of ordinary course professionals and their respective affidavits.	0.20	245.00	\$49.00
05/09/01	HRR	Review and analyze application to retain committee counsel.	0.30	295.00	\$88.50
05/09/01	DWC	Review affidavits (approx. 35) and other correspondence from ordinary course professionals (1.50); and Address	2.50	245.00	\$612.50

		<p>filing and service of certain of the ordinary course professional's affidavits (approx. 25) (1.0).</p>			
05/09/01	DWC	Telephone conference with Sam Schwartz (2x) re: retention of ordinary course professionals and issues in connection therewith.	0.40	245.00	\$98.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Gary H. Levin. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Paul J. Kingston. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of David T. Biderman. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of James J. Restivo, Jr. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of James Brawley. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Michael V. Mitrone. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Anthony Marchetta. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Ross Spence. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Thomas J. Burke. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Cathe Hession. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Bruce S. Hutters. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Beverly Lanstrom. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of John Hargrove. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/09/01	PEC	File and serve Affidavit of Disinterestedness of Anthony DeLaurente. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/10/01	HRR	Review and analyze application to retain L. Tersigni as advisors to asbestos committee.	0.20	295.00	\$59.00
05/10/01	HRR	Review and analyze application to retain Caplin & Drysdale as counsel for asbestos committee.	0.20	295.00	\$59.00
05/10/01	HRR	Review and analyze application to retain Legal Analysis Systems as consultants to asbestos committee.	0.20	295.00	\$59.00
05/10/01	DWC	Draft motion to vacate order approving Blackstone retention.	2.00	245.00	\$490.00
05/10/01	DWC	Office conference with Laura Jones re: motion to vacate Blackstone retention order.	0.20	245.00	\$49.00
05/21/01	HRR	Review and analyze application to retain FTI Policano as committee's financial advisors.	0.30	295.00	\$88.50
05/21/01	HRR	Review and analyze application to retain Duane Morris.	0.30	295.00	\$88.50
05/22/01	DWC	Review and address filing of affidavit of disinterest of Holme, Roberts & Owen.	0.30	245.00	\$73.50
05/22/01	PEC	File and serve Affidavit Under 11 U.S.C. 327(e) of Kenneth W. Lund. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/24/01	DWC	Telephone conference with Tony Cleveland re: retention of ordinary course professionals.	0.20	245.00	\$49.00
05/24/01	DWC	Address filing of Certificate of No Objection re: Retention of Pitney Hardin as special counsel for Debtors.	0.40	245.00	\$98.00
05/24/01	DWC	Review affidavits of disinterest of Ordinary Course Professionals (24) and address filing and service thereof.	1.50	245.00	\$367.50
05/24/01	PEC	Draft Certificate of No Objection regarding Debtors' Motion to Retain Pitney Hardin. File, serve and draft Affidavit of Service.	0.60	105.00	\$63.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for James Ervin. Draft Affidavit of Service.	0.40	105.00	\$42.00

05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Timothy Hill. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for John Sheedy. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Tim Corrison. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Henk Vanhulle. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Peter Frankel. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Christopher Brown. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Jeffrey Ayres. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Thomas Echikson. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Joel Kaplan. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Lewis N. Levine. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Leonard Smith. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/25/01	PEC	File and serve Affidavit Under 11 U.S.C. 327 (e) for Frederick D. Goosen. Draft Affidavit of Service.	0.40	105.00	\$42.00
05/29/01	HRR	Review and analyze statements of disinterestedness.	0.30	295.00	\$88.50
05/29/01	DWC	Review and respond to e-mail from Sam Schwartz re: Ordinary Course Professionals.	0.20	245.00	\$49.00

Task Code Total	24.60	\$4,409.00
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STAY LITIGATION [B140]

05/03/01	HRR	Review and analyze objection of bodily injury committee to motion for relief from stay.	0.20	295.00	\$59.00
05/09/01	KFF	Review docket for Lernout & Hauspie regarding Relief Stay Motion in connection with use of proceeds (insurance) and obtain related pleadings and hearing transcripts per request of LDJ	1.20	120.00	\$144.00
05/10/01	HRR	Review and analyze motion for relief from stay.	0.40	295.00	\$118.00

Task Code Total	1.80	\$321.00
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Total professional services:

173.20	\$29,929.00
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Costs Advanced:

05/01/2001	FE	Federal Express [E108]	\$20.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(GRACE 29 @1.00 PER PG) [E104]	\$29.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	FX -(CORR 10 @1.00 PER PG) [E104]	\$10.00
05/01/2001	FX	Fax Transmittal. [E104]	\$8.00

05/01/2001	PO	Postage [E108]	\$2.28
05/01/2001	RE	Reproduction Expense. [E101]	\$125.55
05/01/2001	RE	RE-(CORR 1449 @0.15 PER PG) [E101]	\$217.35
05/01/2001	RE	RE-(CORR 165 @0.15 PER PG) [E101]	\$24.75
05/01/2001	RE	RE-(CORR 480 @0.15 PER PG) [E101]	\$72.00
05/01/2001	RE	RE-(CORR 467 @0.15 PER PG) [E101]	\$70.05
05/01/2001	RE	RE-(CORR 13 @0.15 PER PG) [E101]	\$1.95
05/01/2001	RE	RE-(CORR 5 @0.15 PER PG) [E101]	\$0.75
05/01/2001	RE	RE-(CORR 566 @0.15 PER PG) [E101]	\$84.90
05/01/2001	RE	RE-(CORR 1783 @0.15 PER PG) [E101]	\$267.45
05/01/2001	RE	RE-(CORR 13 @0.15 PER PG) [E101]	\$1.95
05/01/2001	RE	Reproduction Expense. [E101]	\$15.15
05/01/2001	RE	RE-(CORR 4 @0.15 PER PG) [E101]	\$0.60
05/01/2001	RE	RE-(CORR 15 @0.15 PER PG) [E101]	\$2.25
05/01/2001	RE	RE-(CORR 8 @0.15 PER PG) [E101]	\$1.20
05/01/2001	RE	RE-(CORR 20 @0.15 PER PG) [E101]	\$3.00
05/01/2001	RE	RE-(CORR 2 @0.15 PER PG) [E101]	\$0.30
05/01/2001	RE	RE-(CORR 3 @0.15 PER PG) [E101]	\$0.45
05/01/2001	RE	RE-(CORR 245 @0.15 PER PG) [E101]	\$36.75
05/01/2001	RE	RE-(CORR 3 @0.15 PER PG) [E101]	\$0.45
05/01/2001	RE	RE-(CORR 2 @0.15 PER PG) [E101]	\$0.30
05/01/2001	RE	RE-(CORR 12 @0.15 PER PG) [E101]	\$1.80
05/01/2001	RE	RE-(RS 51 @0.15 PER PG) [E101]	\$7.65
05/01/2001	RE	RE-(FORM 32 @0.15 PER PG) [E101]	\$4.80
05/01/2001	RE	RE-(CORR 143 @0.15 PER PG) [E101]	\$21.45
05/01/2001	RE	RE-(CORR 37 @0.15 PER PG) [E101]	\$5.55
05/01/2001	RE	RE-(CORR 49 @0.15 PER PG) [E101]	\$7.35
05/01/2001	RE	RE-(CORR 8 @0.15 PER PG) [E101]	\$1.20
05/01/2001	RE	RE-(CORR 919 @0.15 PER PG) [E101]	\$137.85
05/01/2001	RE	RE-(CORR 7 @0.15 PER PG) [E101]	\$1.05
05/01/2001	SO	Secretarial Overtime- Charmaine Miller	\$31.73
05/02/2001	BM	Business Meal--(LDJ) [E111]	\$44.00
05/02/2001	FE	Federal Express [E108]	\$52.32
05/02/2001	FE	Federal Express [E108]	\$15.60
05/02/2001	FE	Federal Express [E108]	\$18.98
05/02/2001	PO	Postage [E108]	\$33.00
05/02/2001	RE	RE-(AGR 22 @0.15 PER PG) [E101]	\$3.30
05/02/2001	RE	RE-(CORR 11 @0.15 PER PG) [E101]	\$1.65
05/02/2001	RE	Reproduction Expense. [E101]	\$10.20
05/02/2001	RE	RE-(CORR 1414 @0.15 PER PG) [E101]	\$212.10
05/02/2001	RE	Reproduction Expense. [E101]	\$159.00
05/02/2001	RE	RE-(CORR 1695 @0.15 PER PG) [E101]	\$254.25
05/02/2001	RE	RE-(CORR 154 @0.15 PER PG) [E101]	\$23.10
05/02/2001	RE	RE-(CORR 63 @0.15 PER PG) [E101]	\$9.45
05/02/2001	RE	RE-(CORR 78 @0.15 PER PG) [E101]	\$11.70
05/02/2001	RE	RE-(CORR 125 @0.15 PER PG) [E101]	\$18.75
05/02/2001	RE	RE-(CORR 553 @0.15 PER PG) [E101]	\$82.95
05/02/2001	RE	RE-(CORR 327 @0.15 PER PG) [E101]	\$49.05
05/03/2001	FE	Federal Express [E108]	\$115.00
05/03/2001	PO	Postage [E108]	\$2.20
05/03/2001	RE	RE-(CORR 31 @0.15 PER PG) [E101]	\$4.65
05/03/2001	RE	RE-(CORR 31 @0.15 PER PG) [E101]	\$4.65
05/03/2001	RE	Reproduction Expense. [E101]	\$35.70
05/03/2001	TR	Transcript- (Valerie Gunning) [E116]	\$133.50
05/04/2001	FX	FX -(AGR 4 @1.00 PER PG) [E104]	\$4.00
05/04/2001	FX	FX -(AGR 20 @1.00 PER PG) [E104]	\$20.00
05/04/2001	FX	FX -(AGR 5 @1.00 PER PG) [E104]	\$5.00
05/04/2001	PO	Deleware Document Imaging	\$90.35
05/04/2001	PO	Deleware Document Imaging	\$24.50
05/04/2001	PO	Deleware Document Imaging	\$91.46

05/04/2001	PO	Deleware Document Imaging	\$115.84
05/04/2001	RE	RE-(AGR 76 @0.15 PER PG) [E101]	\$11.40
05/04/2001	RE	RE-(AGR 10 @0.15 PER PG) [E101]	\$1.50
05/04/2001	RE	RE-(CORR 110 @0.15 PER PG) [E101]	\$16.50
05/04/2001	RE	Reproduction Expense. [E101]	\$3.00
05/04/2001	RE	Reproduction Expense. [E101]	\$4.35
05/04/2001	RE	RE-(CORR 156 @0.15 PER PG) [E101]	\$23.40
05/04/2001	RE	RE-(CORR 61 @0.15 PER PG) [E101]	\$9.15
05/04/2001	RE	RE-(CORR 217 @0.15 PER PG) [E101]	\$32.55
05/04/2001	RE	RE-(CORR 546 @0.15 PER PG) [E101]	\$81.90
05/04/2001	RE	Deleware Document Imaging 2407 made @ 9 cents per copy	\$216.63
05/04/2001	RE	Deleware Document Imaging 594 made @ 9 cents per copy	\$53.46
05/04/2001	RE	Deleware Document Imaging 3071 made @ 9 cents per copy	\$276.39
05/04/2001	RE	Deleware Document Imaging 1746 made @ 9 cents per copy	\$157.14
05/04/2001	RE	Reproduction Expense. [E101]	\$45.15
05/05/2001	PAR	Parcels- Attorney/Messenger Service [E107]	\$36.50
05/05/2001	TSC	Tristate Courier Messenger Service [E107]	\$585.00
05/06/2001	PAR	Parcels- Attorney/Messenger Service [E107]	\$309.00
05/07/2001	FE	Federal Express [E108]	\$956.86
05/07/2001	FE	Federal Express [E108]	\$37.44
05/07/2001	PO	Deleware Document Imaging	\$35.75
05/07/2001	RE	RE-(CORR 63 @0.15 PER PG) [E101]	\$9.45
05/07/2001	RE	RE-(CORR 156 @0.15 PER PG) [E101]	\$23.40
05/07/2001	RE	RE-(CORR 29 @0.15 PER PG) [E101]	\$4.35
05/07/2001	RE	Reproduction Expense. [E101]	\$15.75
05/07/2001	RE	RE-(CORR 6 @0.15 PER PG) [E101]	\$0.90
05/07/2001	RE	RE-(CORR 11 @0.15 PER PG) [E101]	\$1.65
05/07/2001	RE	Deleware Document Imaging 415 made @ 9 cents per copy	\$37.35
05/07/2001	RE	RE-(CORR 227 @0.15 PER PG) [E101]	\$34.05
05/07/2001	RE	RE-(CORR 252 @0.15 PER PG) [E101]	\$37.80
05/08/2001	FE	Federal Express [E108]	\$212.45
05/08/2001	FE	Federal Express [E108]	\$15.60
05/08/2001	FE	Federal Express [E108]	\$62.51
05/08/2001	RE	RE-(CORR 348 @0.15 PER PG) [E101]	\$52.20
05/08/2001	RE	RE-(CORR 32 @0.15 PER PG) [E101]	\$4.80
05/08/2001	RE	RE-(CORR 1232 @0.15 PER PG) [E101]	\$184.80
05/08/2001	RE	RE-(CORR 69 @0.15 PER PG) [E101]	\$10.35
05/08/2001	RE	Reproduction Expense. [E101]	\$10.20
05/08/2001	RE	RE-(CORR 70 @0.15 PER PG) [E101]	\$10.50
05/09/2001	FE	Federal Express [E108]	\$15.60
05/09/2001	FE	Federal Express [E108]	\$154.74
05/09/2001	FX	FX -(AGR 5 @1.00 PER PG) [E104]	\$5.00
05/09/2001	PO	Deleware Document Imaging	\$241.50
05/09/2001	PO	Postage [E108]	\$37.95
05/09/2001	RE	RE-(CORR 396 @0.15 PER PG) [E101]	\$59.40
05/09/2001	RE	RE-(CORR 507 @0.15 PER PG) [E101]	\$76.05
05/09/2001	RE	RE-(CORR 503 @0.15 PER PG) [E101]	\$75.45
05/09/2001	RE	RE-(CORR 1012 @0.15 PER PG) [E101]	\$151.80
05/09/2001	RE	RE-(CORR 2 @0.15 PER PG) [E101]	\$0.30
05/09/2001	RE	RE-(CORR 448 @0.15 PER PG) [E101]	\$67.20
05/09/2001	RE	RE-(CORR 364 @0.15 PER PG) [E101]	\$54.60
05/09/2001	RE	RE-(CORR 521 @0.15 PER PG) [E101]	\$78.15
05/09/2001	RE	RE-(CORR 91 @0.15 PER PG) [E101]	\$13.65
05/09/2001	RE	RE-(CORR 1163 @0.15 PER PG) [E101]	\$174.45
05/09/2001	RE	RE-(CORR 1907 @0.15 PER PG) [E101]	\$286.05
05/09/2001	RE	Deleware Document Imaging 8544 made @ 9 cents per copy	\$768.96
05/09/2001	RE	Reproduction Expense. [E101]	\$35.40
05/09/2001	RE	Reproduction Expense. [E101]	\$22.80
05/10/2001	FE	Federal Express [E108]	\$60.04
05/10/2001	RE	Reproduction Expense. [E101]	\$1.95

05/10/2001	RE	RE-(CORR 1376 @0.15 PER PG) [E101]	\$206.40
05/10/2001	RE	Reproduction Expense. [E101]	\$13.50
05/10/2001	RE	RE-(CORR 11 @0.15 PER PG) [E101]	\$1.65
05/10/2001	RE	RE-(CORR 135 @0.15 PER PG) [E101]	\$20.25
05/10/2001	SO	Secretarial Overtime--(Charmaine Miller)	\$19.04
05/11/2001	FE	Federal Express [E108]	\$31.32
05/11/2001	FE	Federal Express [E108]	\$130.19
05/11/2001	FE	Federal Express [E108]	\$25.60
05/11/2001	FE	Federal Express [E108]	\$15.60
05/11/2001	FX	FX -(AGR 3 @1.00 PER PG) [E104]	\$3.00
05/11/2001	FX	FX -(AGR 3 @1.00 PER PG) [E104]	\$3.00
05/11/2001	PO	Deleware Document Imaging	\$40.15
05/11/2001	RE	Deleware Document Imaging 558 made @ 9 cents per copy	\$50.22
05/11/2001	RE	Reproduction Expense.--Obtained certified copy of DIP Order (copy changed included) (DWC) [E101]	\$9.00
05/11/2001	RE	Reproduction Expense.--Obtained certified copy of DIP Order (copy changes included) (DWC) [E101]	\$7.00
05/11/2001	RE	Reproduction Expense. [E101]	\$4.50
05/11/2001	RE	Reproduction Expense. [E101]	\$16.80
05/11/2001	SO	Secretarial Overtime--(Charmaine Miller)	\$19.04
05/12/2001	FE	Federal Express [E108]	\$139.74
05/12/2001	RE	RE-(CORR 6 @0.15 PER PG) [E101]	\$0.90
05/12/2001	TSC	Tristate Courier Messenger Service [E107]	\$515.00
05/13/2001	FE	Federal Express [E108]	\$37.50
05/14/2001	FX	FX -(CORR 19 @1.00 PER PG) [E104]	\$19.00
05/14/2001	RE	Reproduction Expense. [E101]	\$3.60
05/14/2001	RE	RE-(CORR 96 @0.15 PER PG) [E101]	\$14.40
05/14/2001	RE	RE-(CORR 82 @0.15 PER PG) [E101]	\$12.30
05/15/2001	FX	FX -(AGR 16 @1.00 PER PG) [E104]	\$16.00
05/15/2001	FX	FX -(AGR 5 @1.00 PER PG) [E104]	\$5.00
05/15/2001	FX	FX -(AGR 9 @1.00 PER PG) [E104]	\$9.00
05/15/2001	FX	FX -(AGR 20 @1.00 PER PG) [E104]	\$20.00
05/15/2001	PAR	Parcels- Attorney/Messenger Service [E107]	\$5.00
05/15/2001	RE	RE-(CORR 94 @0.15 PER PG) [E101]	\$14.10
05/15/2001	RE	Reproduction Expense. [E101]	\$3.60
05/15/2001	RE	RE-(CORR 121 @0.15 PER PG) [E101]	\$18.15
05/15/2001	RE	RE-(CORR 158 @0.15 PER PG) [E101]	\$23.70
05/15/2001	TE	Travel Expense--Tumpike Toll (DWC) [E110]	\$2.00
05/15/2001	TE	Travel Expense--Tumpike Toll (DWC) [E110]	\$2.00
05/15/2001	TE	Travel Expense--Tumpike Toll (DWC) [E110]	\$2.00
05/15/2001	TE	Travel Expense--Tunnel Toll (DWC) [E110]	\$1.00
05/15/2001	TE	Travel Expense--Tunnel Toll (DWC) [E110]	\$1.00
05/15/2001	TE	Travel Expense--210 miles @ \$.33/mile (DWC) [E110]	\$69.30
05/16/2001	FX	Fax Transmittal. [E104]	\$5.00
05/16/2001	RE	Reproduction Expense. [E101]	\$4.05
05/16/2001	TC	Telephone Expense--GTE Airfone (LDJ) [E105]	\$106.60
05/17/2001	FE	Federal Express [E108]	\$73.86
05/18/2001	PAR	Parcels- Attorney/Messenger Service [E107]	\$48.50
05/18/2001	SO	Secretarial Overtime--(Nicole Stanford)	\$20.19
05/19/2001	FE	Federal Express [E108]	\$22.50
05/21/2001	FE	Federal Express [E108]	\$83.88
05/21/2001	PAR	Parcels- Attorney/Messenger Service [E107]	\$2.50
05/21/2001	RE	Reproduction Expense. [E101]	\$16.80
05/21/2001	SO	Secretarial Overtime--(Vanessa Preston)	\$16.16
05/22/2001	FE	Federal Express--Wilcox & Fietzer [E108]	\$21.84
05/22/2001	FE	Federal Express [E108]	\$230.49
05/22/2001	FE	Federal Express [E108]	\$80.76
05/22/2001	FX	FX -(AGR 7 @1.00 PER PG) [E104]	\$7.00
05/22/2001	FX	FX -(AGR 7 @1.00 PER PG) [E104]	\$7.00
05/22/2001	FX	FX -(AGR 5 @1.00 PER PG) [E104]	\$5.00

05/22/2001	FX	FX -(AGR 7 @1.00 PER PG) [E104]	\$7.00
05/22/2001	FX	FX -(CORR 2 @1.00 PER PG) [E104]	\$2.00
05/22/2001	FX	FX -(AGR 6 @1.00 PER PG) [E104]	\$6.00
05/22/2001	RE	Reproduction Expense. [E101]	\$41.85
05/22/2001	RE	RE-(CORR 66 @0.15 PER PG) [E101]	\$9.90
05/22/2001	RE	RE-(CORR 3 @0.15 PER PG) [E101]	\$0.45
05/22/2001	RE	RE-(CORR 18 @0.15 PER PG) [E101]	\$2.70
05/22/2001	RE	RE-(CORR 273 @0.15 PER PG) [E101]	\$40.95
05/22/2001	SO	Secretarial Overtime--(Vanessa Preston)	\$48.47
05/23/2001	FE	Federal Express [E108]	\$9.55
05/23/2001	FX	FX -(AGR 3 @1.00 PER PG) [E104]	\$3.00
05/23/2001	FX	FX -(AGR 3 @1.00 PER PG) [E104]	\$3.00
05/23/2001	FX	FX -(AGR 7 @1.00 PER PG) [E104]	\$7.00
05/23/2001	RE	Reproduction Expense. [E101]	\$2.25
05/23/2001	RE	RE-(CORR 957 @0.15 PER PG) [E101]	\$143.55
05/23/2001	RE	RE-(CORR 1261 @0.15 PER PG) [E101]	\$189.15
05/24/2001	FE	Federal Express [E108]	\$165.99
05/24/2001	FX	FX -(AGR 3 @1.00 PER PG) [E104]	\$3.00
05/24/2001	FX	FX -(AGR 3 @1.00 PER PG) [E104]	\$3.00
05/24/2001	RE	Reproduction Expense. [E101]	\$13.95
05/24/2001	RE	RE-(CORR 28 @0.15 PER PG) [E101]	\$4.20
05/24/2001	RE	RE-(CORR 224 @0.15 PER PG) [E101]	\$33.60
05/24/2001	RE	RE-(CORR 11 @0.15 PER PG) [E101]	\$1.65
05/24/2001	SO	Secretarial Overtime-- Fee Application. (NP)	\$10.00
05/24/2001	SO	Secretarial Overtime--(Holly DalBello)	\$32.00
05/24/2001	SO	Secretarial Overtime--(Vanessa Preston)	\$96.93
05/25/2001	FE	Federal Express [E108]	\$60.48
05/25/2001	FX	FX -(AGR 7 @1.00 PER PG) [E104]	\$7.00
05/25/2001	FX	FX -(AGR 8 @1.00 PER PG) [E104]	\$8.00
05/25/2001	RE	RE-(CORR 444 @0.15 PER PG) [E101]	\$66.60
05/25/2001	RE	RE-(CORR 209 @0.15 PER PG) [E101]	\$31.35
05/25/2001	RE	RE-(CORR 5 @0.15 PER PG) [E101]	\$0.75
05/25/2001	RE	RE-(CORR 906 @0.15 PER PG) [E101]	\$135.90
05/25/2001	RE	RE-(CORR 3968 @0.15 PER PG) [E101]	\$595.20
05/26/2001	TSC	Tristate Courier Messenger Service [E107]	\$480.00
05/29/2001	FE	Federal Express [E108]	\$204.09
05/29/2001	FE	Federal Express [E108]	\$188.49
05/29/2001	RE	RE-(CORR 922 @0.15 PER PG) [E101]	\$138.30
05/29/2001	RE	RE-(CORR 204 @0.15 PER PG) [E101]	\$30.60
05/29/2001	RE	RE-(CORR 2627 @0.15 PER PG) [E101]	\$394.05
05/29/2001	RE	Reproduction Expense. [E101]	\$6.90
05/29/2001	RE	RE-(CORR 2 @0.15 PER PG) [E101]	\$0.30
05/30/2001	FE	Federal Express [E108]	\$31.83
05/30/2001	RE	Reproduction Expense. [E101]	\$2.10
05/30/2001	RE	RE-(CORR 88 @0.15 PER PG) [E101]	\$13.20
05/30/2001	RE	RE-(CORR 1323 @0.15 PER PG) [E101]	\$198.45
05/31/2001	RE	RE-(CORR 90 @0.15 PER PG) [E101]	\$13.50
05/31/2001	RE	RE-(CORR 168 @0.15 PER PG) [E101]	\$25.20
05/31/2001	RE	RE-(CORR 3312 @0.15 PER PG) [E101]	\$496.80
05/31/2001	RE	RE-(CORR 3 @0.15 PER PG) [E101]	\$0.45
05/31/2001	RE	RE-(CORR 1761 @0.15 PER PG) [E101]	\$264.15
05/31/2001	RE	RE-(CORR 96 @0.15 PER PG) [E101]	\$14.40
05/31/2001	RE	Reproduction Expense--(Repro--in house). [E101]	\$22.35
05/31/2001	RE	RE-(CORR 143 @0.15 PER PG) [E101]	\$21.45
05/31/2001	RE	RE-(CORR 96 @0.15 PER PG) [E101]	\$14.40
05/31/2001	RE	RE-(CORR 3 @0.15 PER PG) [E101]	\$0.45
05/31/2001	RE	RE-(CORR 365 @0.15 PER PG) [E101]	\$54.75

Total Expenses:

\$15,670.64

Summary:

Total professional services	\$29,929.00
Total expenses	\$15,670.64
Net current charges	\$45,599.64
Net balance forward	\$85,749.88
Total balance now due	\$131,349.52

Billing Summary

ALE	Espinosa, Amy L.	5.30	\$105.00	\$556.50
BDC	Campbell, Bruce Dean	0.30	\$105.00	\$31.50
CFS	Sentman, Christine F.	1.00	\$30.00	\$30.00
DCC	Crossan, Donna C.	13.00	\$45.00	\$585.00
DWC	Carickhoff, David W	79.30	\$245.00	\$19,428.50
HRR	Rafatjoo, Hamid R.	11.20	\$295.00	\$3,304.00
IDK	Kharasch, Ira D.	0.20	\$445.00	\$89.00
KFF	Finalyson, Kathe F.	1.20	\$120.00	\$144.00
KKY	Yee, Karina K.	0.20	\$115.00	\$23.00
PEC	Cuniff, Patricia E.	49.50	\$105.00	\$5,197.50
RMO	Olivere, Rita M.	12.00	\$45.00	\$540.00
		173.20		\$29,929.00

Task Code Summary

		Hours	Amount
AA	ASSET ANALYSIS/RECOVERY[B120]	0.20	\$59.00
CA	CASE ADMINISTRATION [B110]	69.10	\$8,164.50
CO	CLAIMS ADMIN/OBJECTIONS [B310]	7.20	\$832.00
CP	COMPENSATION PROF. [B160]	2.60	\$717.00
EB	EMPLOYEE BENEFIT/PENSION- B220	7.50	\$1,872.50
EC	EXECUTORY CONTRACTS [B185]	12.10	\$2,616.50
FF	FINANCIAL FILINGS [B110]	19.30	\$4,728.50
FN	FINANCING [B230]	5.50	\$1,357.50
LN	LITIGATION (NON-BANKRUPTCY)	12.40	\$2,764.00
MC	MEETING OF CREDITORS[B150]	10.20	\$1,967.00
OP	OPERATIONS [B210]	0.70	\$120.50
RP	RETENTION OF PROF. [B160]	24.60	\$4,409.00
SL	STAY LITIGATION [B140]	1.80	\$321.00
		173.20	\$29,929.00

Expense Code Summary

Working Meals [E1	\$44.00
Federal Express [E108]	\$3,290.85
Fax Transmittal. [E104]	\$329.00
Delivery/Courier Service	\$401.50
Postage [E108]	\$714.98
Reproduction Expense. [E101]	\$8,699.35
Overtime	\$293.56
Telephone Expense [E105]	\$106.60
Travel Expense [E110]	\$77.30
Transcript [E116]	\$133.50
Delivery/Courier Service	<u>\$1,580.00</u>
	\$15,670.64

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

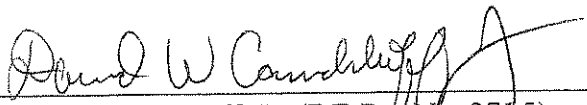
In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JJF)
) Jointly Administered
Debtors.)

CERTIFICATE OF SERVICE

I, David W. Carickhoff, Jr., hereby certify that on the 9th day of August 2001 I caused a copy of the following documents to be served on the individuals on the attached service list in the manner indicated:

Notice of Filing of Fee Application

Second Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-Counsel to the Debtors for the Period from May 1, 2001 through May 31, 2001.


David W. Carickhoff, Jr. (DE Bar No. 3715)

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Grace Fee Application Service List

Case Number: 01-1139 (JJF)

Document Number: 23451

04 – Hand Delivery

08 – Federal Express

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